



and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (c) venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409;<sup>3</sup> and (d) due and proper notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates and is in the best interests of the Debtors, their estates, creditors, and other parties-in-interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, to maintain, honor, and fulfill all of the Compensation and Benefits Programs in effect on the Petition Date (and satisfy all postpetition obligations thereunder, including all administrative and processing fees related thereto), as such programs may be modified, amended, or supplemented from time to time in the ordinary course of the Debtors' business.
3. The Debtors are also authorized, but not directed, to maintain, honor, and fulfill all prepetition obligations on account of the Compensation and Benefits Programs; *provided* that, during the Interim Period, the amount paid to any individual Employee or Independent Contractor shall not exceed \$15,150.
4. Notwithstanding anything herein to the contrary, any modifications to the Compensation and Benefits Programs remain subject to the rights of the Purchaser and the

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<sup>3</sup> The United States Trustee reserves all rights with respect to this finding.

obligations and restrictions of Sellers and the Group Companies (as defined in the Purchase Agreement) under the Purchase Agreement.

5. Nothing herein shall be deemed to authorize the payment of any amounts that violate section 503(c) of the Bankruptcy Code, *provided* that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code under a separate motion at a later time.

6. Nothing herein shall be deemed to authorize the payment of any amounts under the Bonus Programs or any other bonus or incentive payments to Employees without further order of this Court.

7. The Debtors are authorized, but not directed, to pay any accrued but unused Paid Leave and Holiday Entitlement to any Employee whose employment terminates postpetition where the failure to do so would result in a violation of applicable federal, state, or foreign law.

8. The Debtors are authorized to forward any unpaid amounts on account of Deductions, Payroll Taxes, or any other funds collected on behalf of a third party to the appropriate taxing authorities or other recipients in accordance with the Debtors' prepetition policies and practices.

9. Pursuant to section 362(d) of the Bankruptcy Code, (i) Employees are authorized to proceed with their workers' compensation claims, if any, in the appropriate judicial or administrative forum, and the Debtors are authorized to take all steps necessary and appropriate with respect to the resolution of any such claims, and (ii) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (ii) are waived, *provided* that such claims are pursued in accordance with the Workers' Compensation Program and recoveries, if any, are limited to the proceeds from the applicable insurance policy.

10. Notwithstanding anything in this Interim Order, the Debtors are not authorized to accelerate any payments not due and payable before the Final Hearing.

11. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of obligations on account of the Compensation and Benefit Programs are authorized to receive, process, honor and pay all such checks and electronic payment requests when presented for payment (to the extent of funds on deposit), and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

12. The Debtors are authorized to issue postpetition checks or effect new funds transfers on account of the unpaid obligations associated with the Compensation and Benefits Programs to replace any prepetition checks or funds transfer requests that may be lost or dishonored or rejected as a result of the commencement of these Chapter 11 Cases.

13. Nothing contained herein is intended or should be construed to grant administrative priority status to any claim on account of any Compensation and Benefits Programs that does not already exist pursuant to the Bankruptcy Code.

14. Notwithstanding anything to the contrary contained herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any interim and final orders, as applicable, approving the use of cash collateral (the "Cash Collateral Order") and any budget in connection with any such use of cash collateral. To the extent there is any inconsistency between the terms of the Cash Collateral Order and any action taken or proposed to be taken hereunder, the terms of the Cash Collateral Order shall control.

15. Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim Order, shall constitute or be construed as (a) an

implication or admission as to the validity of any claim against the Debtors or a waiver of the obligation of any claimant to file a proof of claim, (b) a promise to pay any claim or a waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (c) a waiver of any claims or causes of action, (d) a concession by the Debtors that any lien (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion is valid (and all rights to contest the extent, validity, or perfection or seek avoidance of all such liens are expressly reserved), or (e) an approval, assumption, adoption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code or as affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to the Court's order approving the relief sought herein is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

16. All time periods set forth in this Interim Order or in compliance with the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

17. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

18. Under the circumstances of the Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

19. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be effective and enforceable immediately upon entry.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order.

21. The Final Hearing on the Motion shall be held on August 24, 2023 at 11:00 a.m. (prevailing Eastern Time). Any objections or responses to the entry of the Proposed Final Order shall be filed and served upon counsel for the Debtors and the U.S. Trustee so as to be received by 4:00 p.m. (prevailing Eastern Time) by no later than seven days before the Final Hearing (the “Objection Deadline”). If no objections or responses are filed and served by the Objection Deadline, the Court may enter a final order without any further notice of a hearing.

22. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

New York, New York  
Dated: July 28, 2023

/s/ John P. Mastando III  
HONORABLE JOHN P. MASTANDO III  
UNITED STATES BANKRUPTCY JUDGE